

PAUL, WEISS, RIFKIND, WHARTON &
GARRISON LLP
1285 Avenue of the Americas
New York, New York 10019
Tel: 212-373-3000
Fax: 212-757-3990
Paul M. Basta
Kelley A. Cornish
Lewis R. Clayton

*Counsel for the Debtors, Acting at the
Direction of the Restructuring Sub-Committee*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re: : **Chapter 11**
:
SEARS HOLDINGS CORPORATION, et al., : **Case No. 18-23538 (RDD)**
:
Debtors.¹ : **(Jointly Administered)**
:
-----X

**SEVENTEENTH MONTHLY FEE STATEMENT OF
PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP
FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES INCURRED AS ATTORNEYS FOR DEBTORS
FOR PERIOD FROM FEBRUARY 1, 2020 THROUGH FEBRUARY 29, 2020**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); SHC Licensed Business LLC (3718); SHC Promotions LLC (9626); Sears Brands Management Corporation (5365), and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Name of Applicant: Paul, Weiss, Rifkind, Wharton & Garrison LLP

Authorized to Provide Professional Services Debtors and Debtors in Possession
to:

Date of Retention: November 16, 2018, *nunc pro tunc* to
November 15, 2018

Period for which compensation and February 1, 2020 through February 29, 2020
reimbursement is sought:

Monthly Fees Incurred: \$11,281.00

20% Holdback: \$2,256.20

Total Compensation Less 20% Holdback: \$9,024.80

Monthly Expenses Incurred: \$37,563.84

Total Fees and Expenses Due: \$46,588.64

This is a: X monthly interim final application

In accordance with the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [ECF No. 796] (the “Interim Compensation Order”),² Paul, Weiss, Rifkind, Wharton & Garrison LLP (“Paul, Weiss”) hereby submits this Seventeenth Monthly Fee Statement (the “Seventeenth Monthly Fee Statement”), seeking compensation for services rendered and reimbursement of expenses incurred as counsel to the Debtors, for the period from February 1, 2020 through February 29, 2020 (the “Seventeenth Monthly Fee Period”). By this Seventeenth Monthly Fee Statement, and after taking into account certain voluntary reductions, Paul, Weiss seeks payment in the amount of \$46,588.64, which comprises (i) \$9,024.80 representing eighty percent (80%) of the total amount of compensation

² Capitalized terms used herein but not otherwise defined herein have the meanings ascribed to them in the Interim Compensation Order.

sought for actual and necessary services rendered during the Seventeenth Monthly Fee Period, subject to certain voluntary reductions, and (ii) reimbursement of \$37,563.84 representing one hundred percent (100%) of actual and necessary expenses incurred in connection with such services.

Services Rendered and Expenses Incurred

1. Attached as Exhibit A is a summary of Paul, Weiss's professionals by individual, setting forth the (i) name, title, and department of each individual who provided services in connection with the Chapter 11 Cases during the Seventeenth Monthly Fee Period, (ii) aggregate hours spent by each individual, (iii) hourly billing rate for each such individual at Paul, Weiss's current billing rates, (iv) amount of fees earned by each Paul, Weiss professional, and (v) the year of bar admission for each attorney. The blended hourly billing rate of Paul, Weiss attorneys during the Seventeenth Monthly Fee Period is approximately \$865.10. The blended hourly rate of staff attorneys, paralegals, and other non-legal staff during the Seventeenth Monthly Fee Period is approximately \$341.74.

2. Attached as Exhibit B is a summary of the services rendered and compensation sought, by project category, for the Seventeenth Monthly Fee Period.

3. Attached as Exhibit C is a summary of expenses incurred and reimbursement sought, by expense type, for the Seventeenth Monthly Fee Period.

4. Attached as Exhibit D is itemized time detail of Paul, Weiss professionals for the Seventeenth Monthly Fee Period and summary materials related thereto.

Notice and Objection Procedures

Notice of this Seventeenth Monthly Fee Statement shall be given by hand or overnight delivery or email where available upon (i) Sears Holdings Corporation, 3333 Beverly

Road, Hoffman Estates, Illinois 60179, Attention: Rob Riecker (email: Rob.Riecker@searshc.com) and Luke Valentino (email: Luke.Valentino@searshc.com); (ii) counsel to the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153, Attention: Ray C. Schrock (email: ray.schrock@weil.com), Jacqueline Marcus (email: 4eorge44ne.marcus@weil.com), Garrett A. Fail (email: garrett.fail@weil.com), and Sunny Singh (email: sunny.singh@weil.com); (iii) William K. Harrington, the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014, Attention: Paul Schwartzberg (e-mail: paul.schwartzberg@usdoj.gov) and Richard Morrissey (e-mail: 4eorge4.morrissey@usdoj.gov); (iv) Paul E. Harner, Ballard Spahr LLP, the independent fee examiner, 1675 Broadway 19th Floor, New York, NY 10019 (email: harnerp@ballardspahr.com); (v) counsel to the Official Committee of Unsecured Creditors, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York, 10036, Attention: Philip C. Dublin (email: pdublin@akingump.com), Ira Dizengoff (email: idizengoff@akingump.com), and Sara Lynne Brauner (email: sbrauner@akingump.com); and (vi) counsel to Bank of America, N.A., Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036, Attention: Paul D. Leake (email: paul.leake@skadden.com), Shana A. Elberg (email: shana.elberg@skadden.com) and George R. Howard (email: 4eorge.howard@skadden.com) (collectively, the “Notice Parties”).

Objections to this Seventeenth Monthly Fee Statement, if any, must be filed with the Court and served upon the Notice Parties so as to be received no later than **April 8, 2020** (the “Objection Deadline”), setting forth the nature of the objection and the amount of fees or expenses at issue (an “Objection”).

If no objections to this Seventeenth Monthly Fee Statement are filed and served as set forth above, the Debtors shall promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses identified herein.

If an objection to this Seventeenth Monthly Fee Statement is received on or before the Objection Deadline, the Debtors shall withhold payment of that portion of Seventeenth Monthly Fee Statement to which the objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth above. To the extent such an objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing to be heard by the Court.

Dated: March 24, 2020
New York, New York

/s/ Paul M. Basta
PAUL, WEISS, RIFKIND, WHARTON &
GARRISON LLP
1285 Avenue of the Americas
New York, New York 10019
Tel: 212-373-3000
Fax: 212-757-3990
Paul M. Basta
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*Counsel for the Debtors, Acting at the
Direction of the Restructuring Sub-Committee*

Exhibit A

Compensation by Professional

**SUMMARY OF MONTHLY FEE STATEMENT OF
PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP FOR
SERVICES RENDERED FOR THE PERIOD
FROM FEBRUARY 1, 2020 THROUGH FEBRUARY 29, 2020**

Name of Professional Partners and Counsel	Title	Department	Year Admitted	Hourly Billing Rate (\$)	Total Billed Hours	Total Compensation (\$)
Kelley Cornish	Partner	Bankruptcy	1984	1,650.00	0.6	990.00
Total Partners and Counsel:					0.6	990.00

Name of Associates	Department	Year Admitted	Hourly Billing Rate (\$)	Total Billed Hours	Total Compensation (\$)
Patricia A. Walsh	Bankruptcy	Not admitted	665.00	3.2	2,128.00
Teresa Lii	Bankruptcy	2014	980.00	0.8	784.00
Jonathan Silberstein-Loeb	Litigation	2014	1,020.00	0.5	510.00
Total Associates:				4.5	3,422.00

Name of Staff Attorneys, Paralegals and Other Non-Legal Staff	Hourly Billing Rate (\$)	Total Billed Hours	Total Compensation (\$)
Joseph Monziona	380	1.6	608.00
Alan D. Wilbur	360	5.2	1,872.00
Jennifer Kellner	330	13.3	4,389.00
Total Staff Attorneys, Paralegals and Other Non-Legal Staff:		20.1	6,869.00

PROFESSIONALS	BLENDED RATE (\$)	TOTAL BILLED HOURS	TOTAL COMPENSATION (\$)
Partners and Counsel	1,650.00	0.6	990.00
Associates	760.44	4.5	3,422.00
Staff Attorneys/Paralegals/ Non-Legal Staff	341.74	20.1	6,869.00
Blended Attorney Rate	865.10		
Total Fees Incurred		25.2	11,281.00

Exhibit B

Compensation by Task Code

**AGGREGATE TIME SUMMARY BY TASK CODE
FOR THE PERIOD FEBRUARY 1, 2020 THROUGH FEBRUARY 29, 2020**

Project Category	Total Hours	Total Fees (\$)
Case Administration	2.1	972.00
Conflict Matters: Investigations & Discovery	4.6	1,986.00
Fee/Employment Applications (Paul, Weiss)	18.3	8,127.00
Creditor Inquiries	0.2	196.00
TOTAL	25.2	11,281.00

Exhibit C

Expense Summary

**AGGREGATE ITEMIZED DISBURSEMENTS
FOR THE PERIOD FEBRUARY 1, 2020 THROUGH FEBRUARY 29, 2020**

Expenses Category	Total Expenses (\$)
Information Retrieval Services	241.84
Duplicating Expenses	14.50
Professional Services	37,707.50
TOTAL	37,563.84

Exhibit D

Time Detail

Run Date & Time: 03/18/20 11:44:56

Worked thru: 02/29/20

Client: 022429 Sears Holdings Corporation

Resp Prtnrs: PMB SMB LRC

Proforma: 7505755

(00309)

Matter: 00002 Sears Holdings Corp. - In re Sears Holdings Corporation, et.Bill Frq: MClass: 1001Status: B

U N B I L L E D T I M E					----- Input since 02/01/2020 ----		----- Total Unbilled -----			
Emp Id	Employee Name	Off	Dp	Group	Hours	Amount	Oldest	Latest	Hours	Amount
00079	Cornish, Kelley A	NY	Bkcy	PARTNER	0.60	990.00	02/25/20	02/25/20	0.60	990.00
07220	Silberstein-Loeb, Jo	NY	Lit	ASSOCIATE	0.50	510.00	02/04/20	02/10/20	0.50	510.00
07797	Walsh, Patricia A.	NY	Bkcy	ASSOCIATE	3.20	2,128.00	02/04/20	02/28/20	3.20	2,128.00
08075	Lii, Teresa	NY	Bkcy	ASSOCIATE	0.80	784.00	02/03/20	02/28/20	0.80	784.00
02444	Monziona, Joseph	NY	Bkcy	PARALEGAL	1.60	608.00	02/04/20	02/18/20	1.60	608.00
54722	Kellner, Jennifer	NY	Corp	PARALEGAL	13.30	4,389.00	02/11/20	02/28/20	13.30	4,389.00
54217	Wilbur, Alan D.	DC	EDP	PARALGL	5.20	1,872.00	02/04/20	02/26/20	5.20	1,872.00
Total:					25.20	11,281.00			25.20	11,281.00

Sub-Total Hours : 0.60 Partners; 0.00 Counsels; 4.50 Assocs; 14.90 Paralgls; 5.20 Others

U N B I L L E D D I S B U R S E M E N T S		Input since 02/01/2020	----- Total Unbilled -----		
Code	Disbursement Name	Amount	Oldest Entry	Latest Entry	Amount
Professional Services					
1114	Electronic Discovery	37,307.50	01/16/20	01/16/20	37,307.50
	Total Professional Services				37,307.50
Information Retrieval Services					
1418	Docketing Retrieval	37.17	01/09/20	02/28/20	323.98
1422	General Info Databases	204.67	06/28/19	06/28/19	204.67
	Total Information Retrieval Services				528.65
Duplicating Expenses					
1801	Reproduction Exp	13.70	02/04/20	02/24/20	13.70
1805	Color Copies	0.80	02/24/20	02/24/20	0.80
	Total Duplicating Expenses				14.50
Total		37,563.84			37,850.65

Client: 022429 Sears Holdings Corporation

Matter: 00002 Sears Holdings Corp. - In re Sears Holdings Corp

Run Date & Time: 03/18/20 11:44:56

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Resp Prtnrs: PMB SMB LRC

Proforma: 7505755

(00309)

Matter: 00002 Sears Holdings Corp. - In re Sears Holdings Corporation, et.Bill Frq: MClass: 1001Status: B

U N B I L L E D T I M E S U M M A R Y

Employee Name	Off	Dp	Position	Oldest Entry	Latest Entry	Hours
Cornish, Kelley A	NY	Bkcy	PARTNER	02/25/20	02/25/20	0.60
Silberstein-Loeb, Jo	NY	Lit	ASSOCIATE	02/04/20	02/10/20	0.50
Walsh, Patricia A.	NY	Bkcy	ASSOCIATE	02/04/20	02/28/20	3.20
Lii, Teresa	NY	Bkcy	ASSOCIATE	02/03/20	02/28/20	0.80
NON-LEGAL SUPPORT				02/04/20	02/28/20	20.10

Total:						25.20

U N B I L L E D T I M E D E T A I L

Employee Name	Dept	Position	Work Date	Description	Hours	Code
Lii, Teresa	Bkcy	ASSOCIATE	02/03/20	Correspond with P. Walsh re hearings.	0.10	701
Walsh, Patricia A.	Bkcy	ASSOCIATE	02/04/20	Email correspondence with PW team re: upcoming hearings	0.40	701
Monziona, Joseph	Bkcy	PARALEGAL	02/04/20	Review of court docket and Judge Drain list of hearings; and preparation / distribution of memo regarding upcoming hearing dates requested by Ms. Walsh.	1.20	701
			02/18/20	Preparation and distribution of memo regarding attendance at hearing scheduled on 02/24/20 requested by Ms. Lii and Ms. Walsh.	0.40	701

Total 2.10

Client: 022429 Sears Holdings Corporation

Matter: 00002 Sears Holdings Corp. - In re Sears Holdings Corp

Run Date & Time: 03/18/20 11:44:57

Worked thru: 02/29/20

Client: 022429 Sears Holdings Corporation

Resp Prtnrs: PMB SMB LRC

Proforma: 7505755

(00309)

Matter: 00002 Sears Holdings Corp. - In re Sears Holdings Corporation, et.Bill Frq: MClass: 1001Status: B

U N B I L L E D T I M E D E T A I L

Employee Name	Dept	Position	Work Date	Description	Hours	Code
Silberstein-Loeb, Jon	Lit	ASSOCIATE	02/04/20	Review document database issues.	0.10	703
Wilbur, Alan D.	EDP	PARALGL	02/04/20	Review archival and deletion options (0.9); communicate with vendor regarding costs associated with archival and deletion (0.6)	1.50	703
Silberstein-Loeb, Jon	Lit	ASSOCIATE	02/05/20	Review document database issues.	0.30	703
Wilbur, Alan D.	EDP	PARALGL	02/05/20	Discuss additional questions related to export and archive of vendor-hosted materials with PW Working Group	0.50	703
			02/06/20	Analyze export and archival options for vendor-hosted databases.	0.60	703
Silberstein-Loeb, Jon	Lit	ASSOCIATE	02/10/20	telephone conference with J. Kane (Akin) to discuss archiving of Relativity database	0.10	703
Wilbur, Alan D.	EDP	PARALGL	02/18/20	Review issues re data exports and archival.	0.40	703
			02/21/20	Work with vendor to reset password to vendor FTP site (0.1); review export of Weil withheld documents (0.1); advise case team regarding treatment of Weil export (0.2); coordinate load of documents to internal database for future review (0.3)	0.70	703
			02/26/20	Discuss archival process with vendor (0.4).	0.40	703
			Total		4.60	

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Run Date & Time: 03/18/20 11:44:57

Worked thru: 02/29/20

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Resp Prtnrs: PMB SMB LRC

Proforma: 7505755

(00309)

Matter: 00002 Sears Holdings Corp. - In re Sears Holdings Corporation, et.Bill Frq: MClass: 1001Status: B

U N B I L L E D T I M E D E T A I L

Employee Name	Dept	Position	Work Date	Description	Hours	Code
Wilbur, Alan D.	EDP	PARALGL	02/04/20	Inquiry into unpaid vendor invoices	0.20	705
			02/05/20	Investigate unpaid vendor invoices	0.50	705
Walsh, Patricia A.	Bkcy	ASSOCIATE	02/10/20	Reviewing diary entries for January fee statement	1.00	705
Kellner, Jennifer	Corp	PARALEGAL	02/11/20	Drafting January fee statement per P. Walsh	2.50	705
			02/11/20	Incorporated edits to January monthly fee statement per P. Walsh	1.00	705
			02/12/20	Continued drafting monthly fee statement	1.50	705
Walsh, Patricia A.	Bkcy	ASSOCIATE	02/19/20	Email correspondence re: weekly estimate (.2) reviewing January fee statement (.7); email correspondence requesting payment of December invoice (.2)	1.10	705
Kellner, Jennifer	Corp	PARALEGAL	02/19/20	Preparing excel summary of detailed information on time and expenses as required by court appointed fee examiner per P. Walsh	2.70	705
			02/20/20	Prepared excel summary of detailed information on time and expenses as required by court appointed fee examiner per P. Walsh	0.80	705
			02/21/20	Correspondence w/ P. Walsh re: comments to monthly fee statement (0.2), revised monthly fee statement (1.1)	1.30	705
Lii, Teresa	Bkcy	ASSOCIATE	02/24/20	Review revised fee statement and correspond with R. Britton, P. Walsh re same.	0.30	705
Kellner, Jennifer	Corp	PARALEGAL	02/24/20	Revised monthly fee statement per P. Walsh	1.00	705
			02/24/20	Revised excel summary of detailed information on time and expenses as required by court appointed fee examiner per P. Walsh	1.50	705
Cornish, Kelley A	Bkcy	PARTNER	02/25/20	Review January Fee Application (.5) e-mail correspondence with P. Walsh re: same (.1)	0.60	705
Walsh, Patricia A.	Bkcy	ASSOCIATE	02/25/20	Email correspondence with PW team re: monthly fee statement	0.30	705
Wilbur, Alan D.	EDP	PARALGL	02/25/20	Review vendor invoices (.2) and advise PW Working Group re: same (0.2)	0.40	705
Walsh, Patricia A.	Bkcy	ASSOCIATE	02/28/20	Final revisions to monthly fee statement	0.40	705
Lii, Teresa	Bkcy	ASSOCIATE	02/28/20	Correspond with P. Walsh re: monthly fee statement	0.20	705
Kellner, Jennifer	Corp	PARALEGAL	02/28/20	Revised monthly fee statement for filing per P. Walsh	0.50	705
			02/28/20	Filed monthly fee statement per P. Walsh	0.50	705
Total					18.30	

Client: 022429 Sears Holdings Corporation

Matter: 00002 Sears Holdings Corp. - In re Sears Holdings Corp

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Run Date & Time: 03/18/20 11:44:57

Worked thru: 02/29/20

Client: 022429 Sears Holdings Corporation

Resp Prtnrs: PMB SMB LRC

Proforma: 7505755

(00309)

Matter: 00002 Sears Holdings Corp. - In re Sears Holdings Corporation, et.Bill Frq: MClass: 1001Status: B

U N B I L L E D T I M E D E T A I L

Employee Name	Dept	Position	Work Date	Description	Hours	Code
Lii, Teresa	Bkcy	ASSOCIATE	02/21/20	Telephone conference with J. Lopez re creditor inquiry.	0.20	715

Total 0.20

Matter Total 25.20

Client: 022429 Sears Holdings Corporation

Matter: 00002 Sears Holdings Corp. - In re Sears Holdings Corp